



PATENT
Attorney Docket No. **TFUND-04809**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Re Application of: Thompson et al.
 Serial No.: 09/703,562 Group No.: 3622
 Filed: 11/01/2000 Examiner: D. Champagne
 Entitled: Methods And Systems For Applying Rebates To Higher Education

**SECOND DECLARATION OF MICHAEL THOMPSON
PURSUANT TO 1.132**

Commissioner for Patents
 P.O. Box 1450
 Alexandria, VA 22313-1450

CERTIFICATE OF MAILING UNDER 37 C.F.R. § 1.8(a)(1)(i)(A)

I hereby certify that this correspondence (along with any referred to as being attached or enclosed) is, on the date shown below, being deposited with the U.S. Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450

Date: 5-21-07

By: Mary Ellen Waite

Mary Ellen Waite

I, Michael Thompson, state as follows:

1. My present position is Chairman and CEO of TuitionFund, LLC. I am an inventor of the above referenced application.
2. Attached to this Declaration as Exhibits A, B, and C are three true and correct letters from current or former University presidents and Chancellors: Dr. David Carter, Chancellor of the Connecticut State University System and former member of the Board of Directors of the American Association of State Colleges and Universities; Dr. Jonathan Brown, President of the Association of Independent California Colleges and Universities and former member of the National College Cost Commission, I-529 Board of Directors, Chair of EdFund, and the planning group for college costs at the recent National Summit on Higher Education; and Dr. William Troutt, President of Rhodes College and former Chairman of the National Commission on the Costs of Higher Education.

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3. These three distinguished gentlemen are uniquely qualified to provide evidence on problems associated with paying for higher education as well as the approach used by the present invention to address those problems. As indicated by each of these three distinguished gentlemen, the cost of higher education is a serious and unresolved problem. The claimed program allows families to meet the gap in funding for paying for college, start saving for college, and supplement other savings for college with little extra effort as indicated in the attached letters. This is an important consideration because the real need for average American families, as indicated in the letters, is a way to easily start saving for college and cover gaps in paying for college, not pay for all costs associated with college with any one particular program or savings method. No other program allowed for a convenient method to start saving for college or save a portion of money required for college by directing purchases to merchants offering rebates to purchasers, where the program is transparent to the merchants offering the rebates. As stated by Dr. Troutt, this serves a great need.

4. I further declare that all statement made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.



Michael Thompson

Date: May - 15th 07



Rhodes College

—1848—

OFFICE OF THE PRESIDENT

April 24, 2007

Michael Thompson
TuitionFund, LLC
151 Chickering Meadows
Nashville, TN 37215

Dear Mike:

I am writing to support your efforts to obtain approval of your TuitionFund patent application with the United States Patent and Trademark Office. During my tenure as President of Belmont University in Nashville, Tennessee, I also served as Chairman of the National Commission on the Cost of Higher Education. The importance of a college education for our children and their families' ability to pay for it has been a cause that I have been a strong advocate of during all of my career in education. While currently serving as President of Rhodes College in Memphis, Tennessee, I have also served as Chairman of the National Association of Independent Colleges and Universities. When you walked me through how the TuitionFund concept would work back in 1999, I became an advocate as a) it made saving a portion of the funds needed for a college education easy by having families simply register their credit cards and make qualifying purchases with registered merchants offering a rebate, and b) it addresses a significant need; assisting families in saving for the ever-increasing cost of a college education.

In the last 6 years as your patent application has been under review, rising college prices continue to outpace inflation. According to the figures compiled by The College Board in its Annual Survey of Colleges, the cost of tuition, fees, room and board for a single year for an in-state student at a four-year public college has grown from \$8,439 per year in the 2000-'01 school year to \$12,796 for the 2006- '07 school year, an overall increase of 51.6%, or approximately a 7% annual increase per year over that 6 year period.

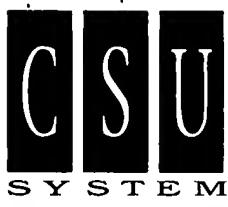
In order for our country to remain competitive in a global economy, a college education must be economically attainable for all our citizens. Unfortunately due to budget constraints, federal and state financial aid has not kept pace with the increasing costs of college outlined above. Consequently, the students and their families have had to shoulder a larger portion of the costs of a college education and student loan obligations are increasing at an alarming rate. Since 2000, student loan obligations outstanding in the U.S. have approximately tripled to in excess of \$500 billion.

I am encouraged that the TuitionFund program helps address the above needs in multiple ways. First, it enables families to save for their children's future college education with little extra effort and can form a foundation for saving for college. Second, it is also designed to enable people who are currently enrolled in college or who have already graduated college to participate in the program and utilize the savings they generate with the program to pay off existing student loan obligations. The TuitionFund program meets a great need.

Sincerely,



William E. Troutt



May 1, 2007

Mr. Michael Thompson
TuitionFund, LLC
151 Chickering Meadows
Nashville, TN 37215

Dear Mr. Thompson:

I am writing this letter in support of your efforts to obtain approval of your TuitionFund patent application with the United States Patent and Trademark Office. When we first discussed the TuitionFund concept in 1999, I was President of Eastern Connecticut State University. In 2006, I was promoted to Chancellor of the Connecticut State University System, with responsibility over all four universities in the System; Central Connecticut State University, Eastern Connecticut State University, Southern Connecticut State University and Western Connecticut State University. As you know, I was the first African American President of a four-year institution of higher education in New England. Although my generation faced its own obstacles in obtaining a college education, today the cost of a college education has become an obstacle for many families, and in particular minority families.

During my tenure as a college administrator, I have had the opportunity to serve as chair and member of the Board of Directors of the American Association of State Colleges and Universities. Also, I have served as a member of the Board of Directors of the American Council on Education and in addition, I have chaired its Finance Committee. The increasing cost of a college education and a family's ability to afford a college education for their children has been a major area of focus of these organizations as well as for all chancellors and university presidents.

Many of the families I talk to about the cost of a college education state that they find it particularly difficult to fund the first year or two of college. This is due in part to the fact that the borrowing limits for federally sponsored student loans are lowest for the first year in college and increase thereafter. Therefore, the families are required to currently fund a larger portion of the first year of the cost and many of them have not saved enough to pay the obligation. Also, historically, borrowing levels have generally been higher for minority students and their families. According to research conducted by Inside Higher Education, for the 1999-2000 school year, 79.8% of African American students and 70.6% of Hispanic students attending four year colleges had outstanding student debt compared to 73.7% of White students.

The TuitionFund program which allows families to enroll and save funds for college by directing their consumer spending towards participating merchants who grant rebates on qualifying purchases would help families accumulate funds to help meet the funding gap they often experience in the cost of a college education, particularly the first year. In addition,

students upon graduation could elect to have future savings from the TuitionFund program applied to their outstanding student loan balances.

In Connecticut, we are proud that a significant number of CSUS students remain in Connecticut after their graduation. They work, they pay taxes, they engage in volunteerism and they contribute to the cultural enrichment of the state. If the TuitionFund program helps make a college education more affordable to our citizens, we are all better served.

I support your efforts to obtain patent approval for the TuitionFund program. Please feel free to contact me directly at (860) 493-0011 if you would like to discuss this matter further.

Sincerely,



David G. Carter
Chancellor

DGC/sjm

Jonathan Brown
1100 11th St Suite 10
Sacramento, CA 95814

May 2, 2007

Michael Thompson
TuitionFund, LLC
151 Chickering Meadows
Nashville, TN. 37215

Dear Mike:

I am writing in support of your efforts to obtain approval of your TuitionFund patent application with the United States Patent and Trademark Office. The Association of Independent California Colleges and Universities (AICCU) serves as the unifying voice for seventy five independent colleges and universities in California on policy issues. We also work on a series of joint financial programs and in producing research about the sector. Our organization represents a diverse group of colleges as well as the most diverse student body of any association of colleges and universities in the country.

I have both a personal and professional interest in college affordability. As President of the AICCU for the past seventeen years, I have had the opportunity to serve on a number of commissions and panels dealing with the issues of the rising cost of higher education and the student loan debt burden being placed on students and their families. Most recently I was a member of the National College Cost Commission, the I-529 Board of Directors, Ed Fund (where I served as Chair for five years) and the recent National Summit on Higher Education, where I was on the planning group for the discussion on college costs. My scholarly interests have centered on finance issues including college costs.

California is a unique microcosm of the US. During the last two decades of the twentieth century, the state imported more people than all of Europe. We became the first mainland state with a minority majority and have at least nineteen nationalities where the population in California is only second to the population in the home country. In the independent sector in California, 40% of our domestic undergraduate students are Black, Latino, Asian or Native American. In the next several years, California will need to find spaces for almost three quarters of a million students; many of those are the first in their families to attend college.

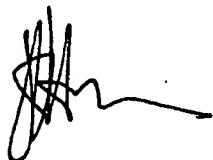
The complexity of college costs is a high hurdle for many families. Thus, I am supportive of programs or ideas which simplify that complexity for families. A program such as TuitionFund would give these families a means by which to save a portion of the funds they will need for their children's education or to pay off existing student loan obligations. The ease of enrolling in the TuitionFund

program and the opportunity for families to save by simply directing their discretionary spending toward merchants participating in the program who grant TuitionFund members rebates on qualifying purchases makes it easy for families to start or supplement their savings for college.

California's reliance on an educated workforce is well demonstrated. Depending on the value of the Euro were California an independent nation, it would have the 8th largest economy in the world. The state has a third of the fastest growing biotech companies in the world and has substantial interests in fields like entertainment, computers and professional services – where an educated workforce is critical to success. In 2005 we attract more venture capital than the next five states combined. In order for our state economy to continue its strong growth, it's imperative that the cost of a college education for our diverse population be financially attainable. The TuitionFund program would help make college possible for many of our families.

I would be happy to offer additional comments on the application of TuitionFund, upon request.

Sincerely,



Jonathan Brown
President, AICCU

Note: This letter of endorsement is a personal statement and does not necessarily represent the position of the Association nor its individual members.